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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 2, 2009

27963-A  
RECORDATION NO. FILED

JUN 02 '09 -12 1 0 PM

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

Re: RBSAF No. 98-067

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-067), dated as of May 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27963.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.  
480 Jefferson Blvd.  
Warwick, RI 02886

Assignee: BB&T Equipment Finance Corporation  
102 W Pennsylvania Avenue  
Towson, MD 21204

Anne K. Quinlan, Esquire  
June 2, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 pieces of maintenance of way equipment: 2 Plasser 08-16-NT Tamper-Nippers S/Ns 3375 and 3387; 2 Superior SHC6301 Hopper Carts S/Ns SHC6018-5-09 and SHC6018-6-09; 2 Nordco BAAM Auto Anchor Machines S/Ns 690070 and 690071; and 2 Caterpillar 312DL Magnet Cranes S/Ns JBC00275 and JBC00762.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-067).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUN 02 '09

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of May 29, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 067 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri AlbertsName Keri Alberts  
Assistant Vice President

Title \_\_\_\_\_

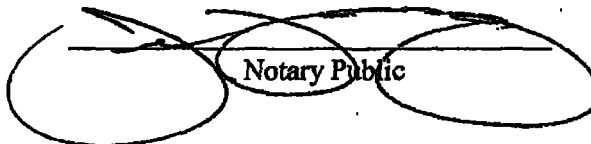
BB&T EQUIPMENT FINANCE  
CORPORATION, AssigneeBy Constance W. LancasterName CONSTANCE W. LANCASTER  
SENIOR VICE PRESIDENT

Title \_\_\_\_\_

State of IL )  
County of Cook ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 29 day of May, 2009.

  
Notary Public

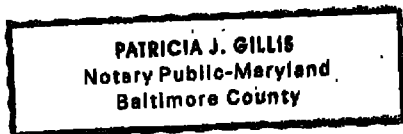
**Jeffrey P. Lanigan**



State of MARYLAND )  
County of Baltimore ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by CONSTANCE W. LANCASTER, its SENIOR V.P., who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at TOWSON, MD, this 29th day of May, 2009.



Patricia J. Gillis  
Notary Public

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. **Equipment Schedule:** Equipment Schedule No. 067.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 067 is 84 months commencing as of June 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 067 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
<b><u>Equipment Location:</u></b> 1700 North Kansas Avenue, Springfield, MO 65802 (Greene County)					
2	Caterpillar	312DL	Magnet Crane	JBC00275 JBC00762	X6000309 X6000310

<b><u>Equipment Location:</u></b> 3601 South Linwood Road, Galesburg, IL 61401 (Knox County)					
1	Plasser	08-16-NT	Tamper-Nipper	3375	X5300089
<b><u>Equipment Location:</u></b> 324 Washington Street NE, Brainerd, MN 56401 (Crow Wing County)					

1	Plasser	08-16-NT	Tamper-Nipper	3387	X5300090
2	Nordco	BAAM	Auto Anchor Machine	690070 690071	X0100622 X0100623

<b><u>Equipment Location:</u></b> 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)					
2	Superior Sales	SHC6301	Hopper Cart	SHC6018-5-09 SHC6018-6-09	X8700077 X8700078

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/2/09



\_\_\_\_\_  
Robert W. Alvord